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THE

CHARTER AND BY-LAWS

OF THE

NEW YORK

Astronomical Observatory.

1859.

NEW YORK:
BAKER & GODWIN, PRINTERS,
PRINTING-HOUSE SQUARE, OPPOSITE CITY HALL.
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Organization.

President,
LUTHER BRADISH.

Vice-Presidents,
WILLIAM H. ASPINWALL, BENJAMIN H. FIELD.

Recording Secretary,
S. IRENÆUS PRIME.

Corresponding Secretary,
LEWIS M. RUTHERFURD.

Treasurer,
SAMUEL L. MITCHILL.

Committee on Finance,

BENJAMIN H. FIELD,
ALEXANDER J. COTHEAL, NATHAN BISHOP.

Committee on Subscriptions,

WILLIAM H. ASPINWALL,

ROBERT L. STUART,	SAMUEL L. MITCHILL,
EDMUND BLUNT,	ELISHA E. MORGAN,
ALFRED PELL,	BENJAMIN H. FIELD,
S. IRENÆUS PRIME,	ROBERT LENOX KENNEDY,
LEWIS M. RUTHERFURD,	CHARLES M. LEUPP,
THOMAS TILESTON,	HENRY E. PIERREPONT,
HENRY M. ALEXANDER,	ENOCH L. FANCHER.

Committee of Conference,

LUTHER BRADISH,

EDMUND BLUNT,	CHARLES DAVIES,
LEWIS M. RUTHERFURD,	ELIAS LOOMIS,

CHARLES W. HACKLEY.

AN ACT

TO INCORPORATE THE

New York Astronomical Observatory.

PASSED APRIL 14, 1859.

The People of the State of New York, represented in Senate and Assembly, do enact as follows:

Section 1. Luther Bradish, the Mayor of the city of New York, ex-officio, Charles King, Isaac Ferris, Horace Webster, Elias Loomis, Lewis M. Rutherfurd, O. M. Mitchell, Charles Davies, Charles W. Hackley, Gorham W. Abbott, William H. Aspinwall, Nathan Bishop, Edmund Blunt, James Carson Brevoort, Peter Cooper, Alexander J. Cotheal, Benjamin H. Field, Fletcher Harper, Richard M. Hoe, John Jay, John D. Jones, Robert Lenox Kennedy, Charles M. Leupp, William S. Mayo, Samuel L. Mitchill, Elisha E. Morgan, Willard Parker, Alfred Pell, Henry E. Pierrepont, S. Irenæus Prime, Charles H. Russell, Theodore Sedgwick, Lorillard Spencer, Robert L. Stuart, Thomas Tileston, John Torrey, John David Wolfe, Enoch L. Fancher, Henry M. Alexander, and such others as they may associate with themselves, are hereby constituted a body corporate and politic forever, by the name of "The New York Astronomical Observatory," for the purpose of establishing and maintaining, in the said city, an astronomical observatory; and, by that name, they and their successors and associates shall be capable of taking by purchase, grant, devise, or otherwise, holding, conveying, or otherwise disposing of, any real or personal estate for the purposes of the said corporation; but which estate, independent of the library, instruments, and scientific collections of the said corporation, shall not, at any time, exceed the annual income of twenty-five thousand dollars.

§ 2. The persons named in the first section of this act shall be provisional trustees of the said corporation. As such they shall be authorized to receive subscriptions, or donations, to the observatory fund; and

to hold, manage, and apply the same to the purposes of the said corporation. The said observatory fund shall be divided into shares of twenty-five dollars each, transferable only on the books of the said corporation, to be kept for that purpose; and for which shares certificates shall be issued to the parties entitled thereto. The said shares shall, in all cases, be fully paid up; and being so paid up, the holders thereof, the subscribers or contributors to the said fund, or the members of the said corporation, shall not be held as personally liable for any dues of the said corporation beyond the share or shares so held by him or her, and already fully paid up, as herein above provided.

§ 3. So soon as the said observatory fund shall, by original subscription, accumulation, or otherwise, amount to a sum, in the judgment of the said provisional trustees, sufficient to justify the commencement of the erection of the necessary buildings, and the purchase of the proper instruments, for the purposes of the said observatory, the said provisional trustees shall call a general meeting of the subscribers and contributors to the said observatory fund, or holders of a share or shares therein, giving five days' notice of the time and place of holding the said meeting, to be published in two daily newspapers of the city of New York, at which meeting an election of twenty-five trustees of the said corporation shall take place, under the direction and supervision of three inspectors of election, to be appointed by the said provisional trustees. At the said election each subscriber, or contributor to the said observatory fund, or holder of a share or shares therein, shall be entitled to one vote for each and every share of twenty-five dollars he or she may hold; which votes may be given either in person or by proxy. A plurality of the votes thus given shall, in all cases, constitute a choice, of which the certificate of the inspectors of election shall be conclusive evidence. The persons thus elected shall thereafter be the trustees of the said corporation, to whom shall be immediately transferred its entire estate, property, and concerns; and the office, powers, and functions of the said provisional trustees shall thenceforth cease and determine.

§ 4. The said trustees, elected as provided for in the third section of this act, shall, immediately after their election, meet together, and, by lot, divide themselves into five classes of five members each. Those of the first class shall hold their offices respectively for one year; those of the second class for two years; those of the third class for three years; those of the fourth class for four years; and those of the fifth class for five years; and in the several classes until others shall be elected in their places. At the expiration of the term of office of the first class, and annually thereafter, an election of five trustees, to supply the places of those whose term of office then expires, shall take place, on like notice, under like direction and supervision of three inspectors of election, to be appointed by the trustees then in office, in like manner, with like effect, and to be certified as in the election provided for in the third section of this act. To this end the books of shares in the observatory fund shall be closed ten days previous to any of the several

elections provided for in this and the third section of this act, and a list of the shareholders, as they may stand on the said books at that time, shall be made out and delivered to the inspectors of election, and shall be conclusive, and the only evidence of the right of the shareholders to vote at the said elections. The trustees elected at the several elections provided for in this section shall hold their offices respectively for five years, and until others are elected in their places.

§ 5. The trustees elected, as provided for in the third and fourth sections of this act, shall have power to fill all vacancies occurring in their own board between the several elections herein above provided for; and the person thus chosen to fill a vacancy shall hold his office for the remaining term of office of the class into which he is so chosen. The said trustees, elected as provided for in the third and fourth section of this act, shall have the entire possession, charge, and management of the estate, property, and concerns of the said corporation; and, to this end, shall have power to make all such by-laws, not contrary to law, as may be proper; and to appoint all such officers, professors, and servants as they may deem necessary for the purposes of the said corporation, and the same to remove and appoint others.

§ 6. At all meetings of the said trustees, duly called, seven members present shall constitute a quorum for the transaction of ordinary business; but no officer, professor, or servant shall be appointed or removed, nor shall any estate be purchased or conveyed, without the presence of a majority of all the trustees of the said corporation.

§ 7. The board of commissioners of the Central Park, in the city of New York, are hereby authorized and empowered to allow the said corporation hereby created to establish within the said park the Astronomical Observatory contemplated by this act; and, to that end, the said board of commissioners may allot, set apart, and appropriate suitable and proper grounds within the said park, in the position and of the dimensions to be determined by the said board of commissioners, for the erection and accommodation of the said observatory, and the said corporation shall have free access to and egress from the said grounds thus allotted, set apart, and appropriated, for the purpose of erecting thereon the necessary and proper observatory buildings, in their dimensions and external architecture to be approved by the said board of commissioners, and of maintaining therein an Astronomical Observatory; and so long as the said corporation shall continue so to maintain therein such observatory, the said corporation shall have and enjoy the free and uninterrupted use and occupation of the said grounds so allotted, set apart, and appropriated to that object, but for no other purpose whatever, without any rent, assessment, or charge for the same, subject always, however, to such reasonable and proper rules and regulations as the said board of commissioners, in their arrangement and due administration of the said park, may from time to time prescribe. But if, at any time hereafter, and for any cause, the said corporation shall cease so to maintain the said Astronomical Observatory upon the said grounds thus allotted, set apart, and appropriated for that purpose, and shall

discontinue the same, and so advise the said commissioners by notice in writing to that effect, the rights and privileges in the said park, hereby authorized to be granted to the said corporation, for the purpose herein above declared, shall thenceforth cease and determine; and the said grounds so authorized to be allotted, set apart, and appropriated to the use and occupation of the said corporation, for the purpose herein specified, may be appropriated to any other use consistent with the general objects and purposes of the said park; but, in such case, the said corporation shall have the right, and shall be permitted, to remove from the said grounds all its property. The evidence of the allotment, setting apart, and appropriation, by the said board of commissioners of the Central Park to the said corporation, of suitable and proper grounds within the said park, for the establishment and maintaining thereon an Astronomical Observatory, as authorized and provided for herein above, shall be a resolution, to that effect, passed by the said board of commissioners, at a meeting thereof duly called, a copy of which, signed and acknowledged by the president and secretary of the said board, to be recorded in the office of the register of the city and county of New York.

§ 8. The said corporation shall possess the general powers, rights, and privileges, and be subject to the liabilities and provisions contained in the eighteenth chapter of the first part of the Revised Statutes, so far as the same are applicable, and have not been repealed or modified by this act.

§ 9. This act shall take effect immediately.

STATE OF NEW YORK, }
SECRETARY'S OFFICE. }

I have compared the preceding with the original law on file in this office, and do hereby certify that the same is a correct transcript therefrom, and of the whole of said original law.

GIVEN under my hand and seal of office, at the city of Albany, this twenty-second day of April, in the year one thousand eight hundred and fifty-nine.

[SEAL.]

S. W. MORTON,
Dep. Secretary of State.

By-Laws.

ARTICLE I.

NAME.

The name of this corporation is, "The New York Astronomical Observatory."

ARTICLE II.

OBJECT.

Its object is to establish and maintain, in the City of New York, an Astronomical Observatory of the first class.

ARTICLE III.

CORPORATORS.

Every person holding one or more shares in its funds shall be a member of this Corporation.

ARTICLE IV.

OFFICERS.

The officers of this Corporation, and of the Board of Trustees, shall be a President, two Vice-Presidents, a Recording Secretary, a Corresponding Secretary, and a Treasurer, who shall be elected, by ballot, by the Board of Trustees, and shall hold their offices respectively during the pleasure of the Board.

ARTICLE V.

OF THE PRESIDENT.

It shall be the duty of the President to preside at all meetings of the Corporation, and of the Board of Trustees. He shall preserve order, and decide all questions of order, subject to an appeal to the Corporation or Board, as the case may be. He shall appoint all committees not otherwise expressly ordered. He may, in his discretion, and, on the written request of three Trustees, shall, call special meetings of the Board of Trustees, causing due notice thereof to be given by the Recording Secretary. He, together with the Recording Secretary, shall certify all acts of the Corporation and of the Board of Trustees. And, generally, he shall be invested with the Powers and shall perform the Duties usual in Presiding Officers.

ARTICLE VI.

OF THE VICE-PRESIDENTS.

In the absence of the President, one of the Vice-Presidents shall preside, and shall possess the Powers and perform the Duties of President.

ARTICLE VII.

OF A PRESIDENT PRO TEM.

In case both the President and Vice-Presidents are absent, the Board of Trustees may appoint one of their own body to preside, who shall possess the Powers and perform the Duties of President pro tem.

ARTICLE VIII.

OF THE RECORDING SECRETARY.

It shall be the Duty of the Recording Secretary, on the call of the President, to give due notice of all meetings of the Board of Trustees, and to attend the same. He shall keep full and accurate minutes of the Proceedings at such meetings;

and, when approved by the Board, shall record the same in the Journal. He shall have the custody of the Corporate Seal, and apply the same under the orders of the Board of Trustees. He, together with the President, shall certify all Acts of the Corporation and of the Board of Trustees. He shall countersign all Warrants or Drafts on the Treasury for the Payment of money. He shall immediately give notice, to all Officers and Committees, of all Orders or Resolves of the Board of Trustees either imposing a new or affecting their existing Duties.

ARTICLE IX.

OF THE CORRESPONDING SECRETARY.

The Corresponding Secretary shall conduct the correspondence of the Corporation, and report the same to the Board of Trustees.

ARTICLE X.

OF THE TREASURER.

The Treasurer shall have the custody of the Charter, Securities, Contracts, and all muniments of Title of the Corporation. He shall demand and receive all moneys due or belonging to the Corporation; and, so often as they amount to one hundred dollars, shall deposit the same, to the credit of the Corporation, in some Bank in the City of New York, to be designated for that purpose by the Board of Trustees; and the account of the said moneys so deposited shall be kept in the name of the Corporation. The said moneys shall be drawn out of such Bank only for the legitimate purposes of the Corporation, upon the Warrant or Draft of the Treasurer, authorized by the Board of Trustees, and countersigned by the Recording Secretary. The Treasurer shall pay all debts due by, or claims against, the Corporation, which have been duly audited by the Committee on Finance and approved by the Board of Trustees. He shall, annually, on the First Day of January, make out and present a detailed Statement of his Accounts, as Treasurer, embracing all the Receipts and Disbursements on account of

the Corporation during the year past; and, also, a Statement of all outstanding Debts and Liabilities of the Corporation; and, also, of all Debts due, and all Securities belonging to, the Corporation and held by him for its Account; with a full List or Schedule of all the Estates and Properties of the Corporation. This Account shall be audited and certified by the Committee on Finance, and, with its accompanying Statements and Schedules, be entered at large on the minutes, placed on file, and carefully preserved.

ARTICLE XI.

OF THE COMMITTEE ON FINANCE.

There shall be appointed, by ballot, by the Board of Trustees, a Committee on Finance, consisting of Three Members, who shall hold their offices respectively during the pleasure of the Board. It shall be their Duty to devise and report, to the Board of Trustees, Plans for increasing the Funds of the Corporation; and for investing and managing the same so as to render them, in the highest degree, productive. They shall audit all accounts or claims against the corporation and certify the same. They shall, also, audit the Treasurer's Annual Accounts, compare their several items with their respective Vouchers, verify their accompanying Statements, Lists and Schedules, and certify the result to the Board of Trustees.

ARTICLE XII.

OF THE COMMITTEE ON SUBSCRIPTIONS.

There shall also be appointed, by the Board of Trustees, a Committee on Subscriptions, consisting of Fifteen Members, who shall hold their offices respectively during the pleasure of the Board. It shall be their duty to Solicit and receive Subscriptions and Donations to the Funds of the Corporation, and report the same to the Board of Trustees. All moneys received by them, on account of such Subscriptions or Donations, shall be immediately paid over by them to the Treasurer of the Corporation.

ARTICLE XIII.

OF THE COMMITTEE OF CONFERENCE.

There shall also be appointed, by the Board of Trustees, a Committee of Conference, consisting of Six Members, who shall hold their offices respectively during the pleasure of the Board. It shall be their duty, as often as occasion may require, to confer with the Municipal Government of the City, the Commissioners of the Central Park, and the Chamber of Commerce, upon all matters interesting to or affecting this Corporation, and more immediately under the jurisdiction and care of those Bodies respectively. They shall report the result of all such conferences to the Board of Trustees.

ARTICLE XIV.

OF THE QUORUM.

At all meetings of the Board of Trustees, Seven Members present shall constitute a Quorum for the transaction of ordinary business; but no estate shall be purchased or sold, nor shall any Officer, Professor, or Servant be elected or removed, or any By-Law adopted, altered, or repealed, without the presence of at least Thirteen Trustees, and the affirmative vote of two thirds of those present.

ARTICLE XV.

OF THE ORDER OF PROCEEDINGS.

At all meetings of the Board of Trustees, unless otherwise expressly ordered, the following shall be the order of Proceedings:—

1. Reading and approving the Minutes.
2. Reports and communications from officers of the Board.
3. Reports from Standing Committees.
4. Reports from Special Committees.
5. Special Orders.
6. Unfinished Business.
7. Miscellaneous Business.

ARTICLE XVI.

OF THE ORDER IN DEBATE.

At all meetings of the Corporation or Board of Trustees, when a Question is under discussion, no member of the meeting shall speak more than once, until all others present, who may desire to speak, shall have spoken; and no one shall speak more than twice on the same question without leave of the meeting.

ARTICLE XVII.

OF HONORARY AND CORRESPONDING MEMBERS.

Honorary and Corresponding Members of this Corporation may be elected as follows:—The Candidate shall be openly nominated, at a meeting of the Board of Trustees, by a member thereof; and the nomination, with the name of the Trustee making it, shall be entered on the minutes. At the next or a subsequent meeting of the Board of Trustees, a ballot shall take place, and the unanimous vote in the affirmative, of all the Trustees present, shall be necessary to an election. The candidate receiving such vote shall, as the case may be, be declared to be duly elected an Honorary or Corresponding Member of this Corporation.

ARTICLE XVIII.

OF THE BY-LAWS AND THEIR ALTERATION.

The foregoing are the By-Laws of the Corporation and of the Board of Trustees; and no new By-Law shall be adopted, nor shall any existing By-Law be altered or repealed, unless notice thereof shall have been given at a previous meeting, and without the presence of at least Thirteen Trustees and the affirmative vote of two thirds of those present.

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